

Rio Tinto Limited
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Company Announcements Office
Australian Securities Exchange
SYDNEY NSW 2000

20 June 2011

Notice of change of interests of substantial holder

Enclosed is an ASIC Form 604: *Notice of change of interests of substantial holder*, issued in relation to shares in Riversdale Mining Limited (**Riversdale**) in accordance with section 671B of the *Corporations Act 2001* (Cth).

Rio Tinto increased its relevant interest in Riversdale from 178,613,056 ordinary shares (73.07%), as disclosed in its most recent substantial holding notice relating to Riversdale dated 21 April 2011, to 243,841,907 ordinary shares (99.76%).

Yours faithfully



Stephen Consedine
Company secretary

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Riversdale Mining Limited (*Riversdale*)

ACN/ARSN 006 031 161

1. Details of substantial holder (1)

Name Rio Tinto Limited ACN 004 458 404 (*Rio Tinto*), Rio Tinto Jersey Holdings 2010 Limited ARBN 148 135 844 (a company incorporated in Jersey) (*RTJ*) and each other Substantial Holder (see Annexure "A")

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

17/06/2011

The previous notice was given to the company on

21/04/2011

The previous notice was dated

21/04/2011

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	178,613,056	73.07%	243,841,907	99.76%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17/06/2011	RTJ	Acquisitions resulting from acceptances of takeover offers contained in RTJ's bidder's statements dated 10 January 2011 (<i>Offers</i>).	\$16.50 per share	64,830,709 ordinary shares	64,830,709
17/06/2011	RTJ	On-market purchases on the ASX by Macquarie Securities (Australia) Limited (<i>Macquarie Securities</i>) acting on behalf of RTJ in accordance with the standard terms and conditions applicable to ASX transactions.	\$16.50 per share for each on-market purchase	398,142 ordinary shares	398,142
20/04/2011	Each other Substantial Shareholder (see Annexure "A")	Deemed relevant interest under the Corporations Act in respect of securities in which RTJ has a relevant interest.	\$16.50 per share	65,228,851 ordinary shares	65,228,851

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
RTJ	RTJ in respect of 177,754,909 ordinary shares The holders of Riversdale shares who have accepted Offers in respect of 64,278,021 ordinary shares	RTJ	Acquisitions resulting from acceptances of Offers.	242,032,930 ordinary shares	242,032,930
RTJ	RTJ in respect of 1,791,607 ordinary shares The holders of Riversdale shares pending settlement of on-market trades in respect of 17,370 ordinary shares	RTJ	On-market purchases on the ASX by Macquarie Securities acting on behalf of RTJ in accordance with the standard terms and conditions applicable to ASX transactions.	1,808,977 ordinary shares	1,808,977
Each other Substantial Shareholder (see Annexure "A")	RTJ in respect of 179,546,516 ordinary shares The holders of Riversdale shares who have accepted Offers in respect of 64,278,021 ordinary shares The holders of Riversdale shares pending settlement of on-market trades in respect of 17,370 ordinary shares	RTJ	Deemed relevant interest under the Corporations Act in respect of securities in which RTJ has a relevant interest.	243,841,907 ordinary shares	243,841,907

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable.	Not applicable.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure "A"	c/ Rio Tinto, Level 33, 120 Collins Street, Melbourne VIC 3000

Signature

print name Stephen Consedine

Capacity Secretary

sign here

Date 20/06/2011


DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A" to Form 604

This is Annexure "A" of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) in respect of Riversdale Mining Limited signed by me and dated 20 June 2011



Secretary

Details of Substantial Shareholders

- (a) Rio Tinto Limited (ACN 004 458 404);
 - (b) each subsidiary of Rio Tinto Limited (ACN 004 458 404);
 - (c) Rio Tinto plc of 2 Eastbourne Terrace, London, W2 6LG, UK; and
 - (d) each subsidiary of Rio Tinto plc,
- (each a **Substantial Shareholder**).

Rio Tinto Limited (ACN 004 458 404) gives this notice on its own behalf and on behalf of each of the Substantial Shareholders.
